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Counsel to the Debtors
and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

NEW ENGLAND MOTOR FREIGHT, INC.,
et al.,

Debtors.¹

Chapter 11

Case No. 19-12809 (JKS)

(Jointly Administered)

**NOTICE OF FILING OF MONTHLY COMPENSATION AND STAFFING
REPORT BY PHOENIX MANAGEMENT SERVICES, LLC
FOR THE PERIOD FROM DECEMBER 2, 2019 THROUGH DECEMBER 29, 2019**

PLEASE TAKE NOTICE that on February 11, 2019, New England Motor Freight, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), filed the *Motion of Debtors for Authority to Retain and Employ Phoenix Management Services, LLC Effective as of Petition Date to Provide a Chief Restructuring Officer, Deputy Chief Restructuring Officers, and Supporting Personnel* [Docket No 16], with the United States Bankruptcy Court for the District of New Jersey (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that on February 13, 2019, the Court entered the *Order Authorizing Debtors to Retain and Employ Phoenix Management Services, LLC Effective as of Petition Date to Provide a Chief Restructuring Officer, Deputy Chief*

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s taxpayer identification number are as follows: New England Motor Freight, Inc. (7697); Eastern Freight Ways, Inc. (3461); NEMF World Transport, Inc. (2777); Apex Logistics, Inc. (5347); Jans Leasing Corp. (9009); Carrier Industries, Inc. (9223); Myar, LLC (4357); MyJon, LLC (7305); Hollywood Avenue Solar, LLC (2206); United Express Solar, LLC (1126); and NEMF Logistics, LLC (4666).

Order”).

PLEASE TAKE FURTHER NOTICE that, in accordance with the Phoenix Retention Order, Phoenix Management Services, LLC hereby files its monthly compensation and staffing Report for the period from December 2, 2019 through December 29, 2019 in the form attached hereto as **Exhibit 1**.

Dated: January 3, 2020

Respectfully submitted,

GIBBONS P.C.

By: /s/ Karen A. Giannelli

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Exhibit 1

Phoenix Management Services, LLC (“Phoenix”) hereby submits this Eleventh Monthly Report of Compensation Earned and Expenses Incurred (the “Report”) for the period December 2, 2019 through December 29, 2019 (four weeks) for compensation and reimbursement of costs and expenses incurred pursuant to its engagement, which was approved by order of the Bankruptcy Court on February 13, 2019 [Docket No. 42] (the “Retention Order”).

Under the Retention Order, the Debtors are authorized to compensate Phoenix a flat weekly fee of \$30,000 pursuant to the terms of the Engagement Letter for the services of the CRO as well as a flat weekly expense reimbursement of \$300 as reimbursement of expenses related to items such as facsimile charges and other support charges. By agreement, beginning the week of August 12, 2019, the CRO is paid on an hourly basis. Phoenix’s fees for the CRO during this four-week period were \$26,562.50.

Under the Retention Order, the Debtors are also authorized to compensate Phoenix weekly or monthly with respect to time and expenses incurred by other of its staff. Phoenix’s fees for its other staff during this four-week period were \$48,920.00.

Pursuant to the Retention Order, parties in interest may file an objection, if any, to this Report within fourteen (14) days from the date of filing of this Report.

Attachment	Description
Exhibit A	Summary of Compensation
Exhibit A1	Time Summary by Matter Code
Exhibit A2	Time Summary by Professional
Exhibit A3	Time Entry Detail
Exhibit B1	Expense Summary by Category
Exhibit B2	Expense Item Detail

EXHIBIT A:

Summary of Compensation for the period of December 2, 2019 through December 29, 2019

Project Name	Professional Fees	Expenses	Total	Payments Received	Unpaid
Shevell BK - CRO	\$26,562.50	\$1,013.90	\$27,576.40	\$27,576.40	\$0.00
Shevell BK - Others	\$48,920.00	\$0.00	\$48,920.00	\$0.00	\$48,920.00
Totals:	\$75,482.50	\$1,013.90	\$76,496.40	\$27,576.40	\$48,920.00

EXHIBIT A1

Time Summary by Matter for the period of December 2, 2019 through December 29, 2019

Shevell BK - CRO

Matter Description	Total Fees Requested
Operational Management	\$ 26,562.50
Totals	\$ 26,562.50

Shevell BK - OTHERS

Matter Description	Total Billed Hours	Total Fees Requested
Anaylsis of Financials , Models, etc.	19.0	\$ 9,975.00
Bankruptcy - Admin - Fee Application	0.9	\$ 135.00
Financial & Cash Management	93.3	\$ 38,810.00
Totals	113.2	\$ 48,920.00

Combined Totals

Matter Description	Total Billed Hours	Total Fees Requested
Anaylsis of Financials , Models, etc.	19.0	\$ 9,975.00
Bankruptcy - Admin - Fee Application	0.9	\$ 135.00
Financial & Cash Management	93.3	\$ 38,810.00
Operational Management	Total for CRO	\$ 26,562.50
Totals	113.2	\$ 75,482.50

Matter Descriptions

- 1. Analysis of Financials, Models, etc.**
Includes analysis of historical operations, historical cash flows, significant Balance Sheet and P&L accounts and other related financial analysis
- 2. Bankruptcy – Administration**
Drafting and reviewing court filed and internal documents related to the application and retention process; meetings and correspondence related to the application and retention process; staffing report and other administrative matters
- 3. Bankruptcy - Advise company regarding elements of any proposed Reorganization.**
This includes strategies to liquidate rolling stock and other assets, and the sale of Eastern.
- 4. Bankruptcy - Advise company regarding strategy w/creditors, customers, others**
Includes meeting with creditors, UCC communications, Secured Lender communications, shareholders and major customers
- 5. Bankruptcy - Assist in preparation/review schedules, SOFAs, 1st day Motions, MORs**
Assist company personnel in all matters related to the preparation of schedules, SOFAs, MOR's and First Day motions.
- 6. Bankruptcy - Billable Travel**
Travel time incurred among CRO (Chief Restructuring Officer) and Phoenix personnel in connection with providing services rendered; mostly travel time to the Debtor's offices located in Elizabeth, NJ.
- 7. Bankruptcy - Budget, Forecast, Scorecard Preparation**

Includes preparation of weekly Cash Flow Forecasts, weekly scorecards, MOR's, and other related financial forecasts and analysis.

8. Bankruptcy - Court Hearing & Preparation

Serving as the authorized representative of the Debtors in Chapter 11 cases; preparing for and attending hearings and meetings with the Office of the Trustee

9. Bankruptcy - Creditor & Vendor Interface

Communicating with vendors and creditors regarding case matters, advising supply chain personnel, evaluate individual claims and negotiate payments; meetings and correspondences with counsel regarding vendor and creditor matters and settlements; tracking and reporting of vendor and creditor management activities

10. Bankruptcy - Financial & Cash Management

Daily review of cash disbursements and receipt activity. Manage cash activity to remain in compliance with cash flow budgets. Review accounts receivable collections. Scorecard activities.

11. Bankruptcy - Interface with Committee/Committee Counsel

Meeting with professionals of Creditors' Committee and Committee counsel; preparing and providing financial and other requested information

12. Bankruptcy - Operational Management

CRO—Interface with operations Management on all activities

13. Bankruptcy - Sale of Assets

Select and work with Liquidator on the Auction of all NEMF Rolling Stock and other Assets. All activities related to the sale of Eastern.

14. Communication - Phoenix Team

Work by Phoenix professionals organizing and coordinating our efforts, providing updates on individual conversations and activities, developing and refining our work streams, and developing strategies regarding sequencing of work and communications with parties of interest

15. Valuation & Related Matters

Work with Liquidator on establishing low high values for rolling stock

EXHIBIT A2:

Time Summary by Professional for the period of December 2, 2019 through December 29, 2019

Shevell BK - CRO

Professional	Position Title	Flat Rate per hour	Total Net Compensation
Vincent Colistra	CRO	\$ 625.00	\$26,562.50
	Totals		\$26,562.50

Shevell BK - OTHERS

Professional	Position Title	Rate	Total Hours	Total Compensation
Al Mink	Managing Director	\$ 525.00	81.00	\$42,525.00
Kevin Doyle	Analyst	\$ 200.00	31.30	\$6,260.00
Stacey Miller	Office/Billing Manager	\$ 150.00	0.90	\$135.00
	Totals		113.20	\$48,920.00

Totals

Professional	Position Title	Rate	Total Hours	Total Compensation
Vincent Colistra	CRO	\$ 625.00	Total for CRO	\$26,562.50
Al Mink	Managing Director	\$ 525.00	81.00	\$42,525.00
Kevin Doyle	Analyst	\$ 200.00	31.30	\$6,260.00
Stacey Miller	Office/Billing Manager	\$ 150.00	0.90	\$135.00
	Totals		113.20	\$75,482.50

Time Entry Detail for the period of December 2, 2019 through December 29, 2019

Project Time Records by Task Code

Professional	Position Title	Task Code	Service Period	Total Billed Hours	Rate	Total Fees	Total Compensation
Vincent Colistra	CRO	Bankruptcy - Operational Management	12/02/19-12/08/19	18.00	\$625.00	\$11,250.00	\$11,250.00
Vincent Colistra	CRO	Bankruptcy - Operational Management	12/09/19-12/15/19	17.50	\$625.00	\$10,937.50	\$10,937.50
Vincent Colistra	CRO	Bankruptcy - Operational Management	12/16/19-12/22/19	5.50	\$625.00	\$3,437.50	\$3,437.50
Vincent Colistra	CRO	Bankruptcy - Operational Management	12/23/19-12/29/19	1.50	\$625.00	\$937.50	\$937.50
Totals							\$26,562.50

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Project Time Records by Task Code

110 Commons Court

Chadds Ford, PA 19317-9716

Tel: 610-358-4700 Fax: 610-358-9377






Printed on: 1/2/2020

Page 1 of 2

Filters Used:

- Time Entry Date: 12/2/2019 to 12/29/2019
- Project ID: Shevell BK - NEMF: to Shevell BK - NEMF:


*  = Invoiced (mouse over for #),  = Marked as Billed,  = Non-Billable, * = Xtra**Project ID - Name (Manager): Shevell BK - NEMF: - Shevell BK - NEMF (Vincent Colistra)**

Day	Date	Employee	Description	Hrs	B-Hrs	Amount	*
<u>Analysis of Financials, Models, etc.</u>							
<u>A Mink</u>							
Mon	12/16/2019	A Mink	Analysis of Financials, Models, etc. Emails	3.00	3.00	\$1,575.00	
Tues	12/17/2019	A Mink	Analysis of Financials, Models, etc. D&O insurance and emails	4.00	4.00	\$2,100.00	
Wed	12/18/2019	A Mink	Analysis of Financials, Models, etc. D&O insurance and emails	4.00	4.00	\$2,100.00	
Thur	12/19/2019	A Mink	Analysis of Financials, Models, etc. Collections, storage and emails	4.00	4.00	\$2,100.00	
Fri	12/20/2019	A Mink	Analysis of Financials, Models, etc. Collections, storage and emails	4.00	4.00	\$2,100.00	
A Mink Total:				19.00	19.00	\$9,975.00	
Analysis of Financials, Models, etc. Total:				19.00	19.00	\$9,975.00	

Bankruptcy - Admin - Fee Application**S Miller**

Thur	12/5/2019	S Miller	Bankruptcy - Admin - Fee Application Prepare 10th monthly staffing report and send for approval	0.60	0.60	\$90.00	
Fri	12/20/2019	S Miller	Bankruptcy - Admin - Fee Application Prepare for next monthly fee statement	0.30	0.30	\$45.00	
S Miller Total:				0.90	0.90	\$135.00	
Bankruptcy - Admin - Fee Application Total:				0.90	0.90	\$135.00	

Bankruptcy - Financial & Cash Management**A Mink**

Mon	12/2/2019	A Mink	Bankruptcy - Financial & Cash Management Emails, cash management, professional fees	5.00	5.00	\$2,625.00	
Tues	12/3/2019	A Mink	Bankruptcy - Financial & Cash Management Emails, cash management, professional fees	5.00	5.00	\$2,625.00	
Wed	12/4/2019	A Mink	Bankruptcy - Financial & Cash Management Emails, cash management, professional fees	5.00	5.00	\$2,625.00	
Thur	12/5/2019	A Mink	Bankruptcy - Financial & Cash Management Cash management, records storage, claims, emails	4.00	4.00	\$2,100.00	
Fri	12/6/2019	A Mink	Bankruptcy - Financial & Cash Management Professional fees, taxes, D&O insurance, emails	7.00	7.00	\$3,675.00	
Mon	12/9/2019	A Mink	Bankruptcy - Financial & Cash Management Professional fees, insurance, emails on various financial topics	6.00	6.00	\$3,150.00	
Tues	12/10/2019	A Mink	Bankruptcy - Financial & Cash Management Professional fee reconciliations, part time WARN payments, payroll system and personnel, various emails on financial matters	7.00	7.00	\$3,675.00	
Wed	12/11/2019	A Mink	Bankruptcy - Financial & Cash Management	6.00	6.00	\$3,150.00	

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Project Time Records by Task Code

110 Commons Court

Chadds Ford, PA 19317-9716

Tel: 610-358-4700 Fax: 610-358-9377

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Page 2 of 2

Filters Used:

- Time Entry Date: 12/2/2019 to 12/29/2019
- Project ID: Shevell BK - NEMF: to Shevell BK - NEMF:

*  = Invoiced (mouse over for #),  = Marked as Billed,  = Non-Billable, * = Xtra

Project ID - Name (Manager): Shevell BK - NEMF: - Shevell BK - NEMF (Vincent Colistra)

Day	Date	Employee	Description	Hrs	B-Hrs	Amount	*
Bankruptcy - Financial & Cash Management							
Thur	12/12/2019	A Mink	Emails on various financial matters Bankruptcy - Financial & Cash Management	7.00	7.00	\$3,675.00	
Fri	12/13/2019	A Mink	Hazmat, interline claims, lease rejections, emails on financial matters. Bankruptcy - Financial & Cash Management	5.00	5.00	\$2,625.00	
Mon	12/23/2019	A Mink	Emails. Final printing of WARN part time checks. D&O insurance. IT remaining contracts. Bankruptcy - Financial & Cash Management	5.00	5.00	\$2,625.00	
Various emails and calls on BK related matters and cash management							
A Mink Total:				62.00	62.00	\$32,550.00	
K Doyle							
Tues	12/3/2019	K Doyle	Bankruptcy - Financial & Cash Management Updating MORs, Updating Weekly Cash Flow & Cash balance summary	3.00	3.00	\$600.00	
Wed	12/4/2019	K Doyle	Bankruptcy - Financial & Cash Management Finalizing MORs & MOR package, Updating Cash Flow Scorecard and Distribution analysis for last two weeks	4.00	4.00	\$800.00	
Fri	12/6/2019	K Doyle	Bankruptcy - Financial & Cash Management Updating Cash Flow Analyses for current week	2.00	2.00	\$400.00	
Mon	12/9/2019	K Doyle	Bankruptcy - Financial & Cash Management Updating Cash Analysis & distribution analysis	2.00	2.00	\$400.00	
Mon	12/16/2019	K Doyle	Bankruptcy - Financial & Cash Management Updating weekly analyses - cash flow summary and distribution analysis	5.80	5.80	\$1,160.00	
Tues	12/17/2019	K Doyle	Bankruptcy - Financial & Cash Management Corresponding with NEMF due diligence in regards to forecast, WARN, etc.	1.50	1.50	\$300.00	
Thur	12/19/2019	K Doyle	Bankruptcy - Financial & Cash Management Updating November MORs	3.00	3.00	\$600.00	
Fri	12/20/2019	K Doyle	Bankruptcy - Financial & Cash Management Updating November MORs	5.00	5.00	\$1,000.00	
Mon	12/23/2019	K Doyle	Bankruptcy - Financial & Cash Management MORs November	5.00	5.00	\$1,000.00	
K Doyle Total:				31.30	31.30	\$6,260.00	
Bankruptcy - Financial & Cash Management Total:				93.30	93.30	\$38,810.00	
Project Shevell BK - NEMF: Total:				113.20	113.20	\$48,920.00	
Grand Total:				113.20	113.20	\$48,920.00	

EXHIBIT B1:

Expense Summary by Category for the period of December 2, 2019 through December 29, 2019

	Shevell BK CRO	Shevell BK Others			
Expense Category	Amounts	Amounts	Total	Payments Received	Unpaid
Administrative & Support	\$900.00	\$0.00	\$900.00	\$900.00	\$0.00
Mileage NR	\$69.60	\$0.00	\$69.60	\$69.60	\$0.00
Parking	\$21.00	\$0.00	\$21.00	\$21.00	\$0.00
Taxi	\$10.00	\$0.00	\$10.00	\$10.00	\$0.00
Tolls	\$13.30	\$0.00	\$13.30	\$13.30	\$0.00
Totals	\$1,013.90	\$0.00	\$1,013.90	\$1,013.90	\$0.00

Exhibit B2:

Expense Item Detail for the period of December 2, 2019 through December 29, 2019

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Document Page 12 of 12

Expenses By Item

110 Commons Court
 Chadds Ford, PA 19317-9716
 Tel: 610-358-4700 Fax: 610-358-9377

Printed on: 1/2/2020

Page 1 of 1

Filters Used:

- Expense Log Date: 12/2/2019 to 12/29/2019
- Expense Log Project ID: Shevell BK VC - NEMF: to Shevell BK VC - NEMF:

Date	Employee ID	Project ID	Units	Amount	Memo
Admin: - Administrative & Support					
12/6/2019	Administrative	Shevell BK VC - NEMF:	1.00	\$300.00	Weekly Admin Fee
12/13/2019	Administrative	Shevell BK VC - NEMF:	1.00	\$300.00	Weekly Admin Fee
12/20/2019	Administrative	Shevell BK VC - NEMF:	1.00	\$300.00	Weekly Admin Fee
Admin: Sub-Total:				\$900.00	
Mileage NR: - Mileage					
12/13/2019	V Colistra	Shevell BK VC - NEMF:	120.00	\$69.60	120 miles RT to attend court in Newark
Mileage NR: Sub-Total:				\$69.60	
Parking: - Parking					
12/13/2019	V Colistra	Shevell BK VC - NEMF:	1.00	\$21.00	Parking at Gibbons in Newark
Parking: Sub-Total:				\$21.00	
TAXI BILLABLE:: - Taxi					
12/13/2019	V Colistra	Shevell BK VC - NEMF:	1.00	\$10.00	Taxi from Gibbons office to court
TAXI BILLABLE:: Sub-Total:				\$10.00	
TOLLS BILLABLE:: - Tolls					
12/13/2019	V Colistra	Shevell BK VC - NEMF:	1.00	\$13.30	RT Tolls on NJ Turnpike.
TOLLS BILLABLE:: Sub-Total:				\$13.30	
Grand Total:				\$1,013.90	